

## **EXHIBIT K**

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Overnight

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## **EXHIBIT L**

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- and -

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Delphi Legal Information Website:  
<http://www.delphidocket.com>

UNITED STATES BANKRUPTCY COURT  
SOUTHERN DISTRICT OF NEW YORK

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	:	
In re	:	Chapter 11
	:	
DELPHI CORPORATION, <u>et al.</u> ,	:	Case No. 05-44481 (RDD)
	:	
Debtors.	:	(Jointly Administered)
	:	
-----	x	

**DEBTORS' FIRST SET OF INTERROGATORIES AND FIRST  
REQUEST FOR PRODUCTION OF DOCUMENTS DIRECTED TO  
AD HOC COMMITTEE OF PREPETITION LENDERS**

Pursuant to Fed. R. Bankr. P. 7026, 7033, and 7034, Delphi Corporation

("Delphi") and certain of its subsidiaries and affiliates (the "Affiliate Debtors"), debtors and

debtors-in-possession in the above-captioned cases (collectively, the "Debtors"), by and through their attorneys, Skadden, Arps, Slate, Meagher & Flom LLP and Shearman & Sterling LLP, hereby request that the Ad Hoc Committee (as defined below) answer fully and under oath the following interrogatories and produce the requested documents by making them available for inspection and/or copying at the offices of Shearman & Sterling LLP, 599 Lexington Avenue, New York, New York, 10022, or at such other place and date as is agreed upon, on or before Wednesday, October 26, 2005 at 11:00 a.m. local time.

Definitions

1. "Ad Hoc Committee" means an ad hoc committee comprising certain funds and managed accounts managed by DK Acquisition Partners LP, Latigo Partners, LP, Quadrangle Master Funding Ltd., Cyrus Capital Partners, Canyon Capital Partners, Concordia Advisors LLC, Avenue Capital Group, Special Situations Investing Group, Inc., D.E. Shaw & Co., L.P., Longacre Fund Management LLC, and Elliott & Associates.
2. "Bankruptcy Code" means title 11 of the United States Code, 11 U.S.C. §§ 101-1330, as amended.
3. "Bankruptcy Court" means the United States District Court for the Southern District of New York having jurisdiction over these Chapter 11 Cases and, to the extent of any reference made pursuant to 28 U.S.C. § 157 and/or a general order of such District Court pursuant to 28 U.S.C. § 151, the bankruptcy unit of such District Court.
4. "Bankruptcy Rules" means the Federal Rules of Bankruptcy Procedure, as amended from time to time, as applicable to these Chapter 11 Cases, promulgated under 28 U.S.C. § 2075.
5. "Chapter 11 Cases" means the above-captioned chapter 11 proceedings filed by the Debtors and jointly administered under case number 05-44481.



6. "Communication" means any transmission of words, ideas, or information between or among two or more Persons, including, but not limited to, spoken words, conversations, conferences, discussions, interviews, reports, meetings, negotiations, agreements, and understandings, whether transmitted in person or by an electronic device, and Documents, as defined below.

7. "Describe" means: (a) describe fully by reference to underlying facts rather than by ultimate facts or conclusions of fact or law; (b) where applicable, particularize as to (i) time, (ii) date, and (iii) manner; and (c) identify each and every Person having personal knowledge of such facts.

8. "DIP Credit Facility" means Delphi's secured postpetition credit facility, as guaranteed by certain of the Affiliate Debtors, up to an aggregate principal amount not to exceed \$2 billion, consisting of a \$1,750,000,000 revolving credit facility (inclusive of a sublimit in the aggregate of \$325 million for the issuance of letters of credit) and a \$250 million term loan facility, from JPMorgan Chase Bank, N.A., as administrative agent, and from a syndicate of other financial institutions arranged by J.P. Morgan Securities Inc. and Citigroup Global Markets, Inc., pursuant to the Revolving Credit, Term Loan and Guaranty Agreement, dated as of October 8, 2005, and the other loan documents to be executed and delivered in connection therewith, substantially in the form attached as Exhibit A to the Debtors' Motion For Order Under 11 U.S.C. §§ 105, 361, 362, 363, 364(c), 364(d), And 364(e) And Fed. R. Bankr. P. 2002, 4001, and 9014 (I) Authorizing Debtors To Obtain Secured Postpetition Financing On Superpriority Secured And Priming Basis, (II) Authorizing Use Of Cash Collateral, (III) Granting Adequate Protection To Prepetition Secured Lenders, (IV) Granting Interim

Relief, And (V) Scheduling A Final Hearing Under Fed. R. Bankr. P. 4001(b) and (c) (Docket No. 42).

9. "DIP Financing Hearings" means those hearings at which approval, on an interim or final basis, of the DIP Credit Facility was, is, or will be considered by the Bankruptcy Court.

10. "Document" shall have the same meaning as it has in Bankruptcy Rule 7034(a) and Rule 34 of the Federal Rules of Civil Procedure and shall include any written or other electronic record, graphic, or photographic matter of any kind or character, whether produced or reproduced, and shall include, without limiting the generality of the foregoing, all photographs, letters, telegrams, teletypes, facsimiles, correspondence, electronic mail, contracts, agreements, drafts, proofs, work papers, applications, pro formas, financial statements, resumes, notes to file, reports, memoranda, mechanical or electronic sound recordings or transcripts thereof, computer programs, tapes or discs, calendar or diary entries, memoranda of telephone or personal conversations or of Meetings or conferences, transcripts, maps, studies, reports, charts, interoffice communications, minutes of meetings, articles, announcements, ledgers, vouchers, checks, bills and invoices, including originals and copies of any of the foregoing, whether typed, printed, handwritten, or on tape or otherwise recorded, and any material underlying, supporting, or used in the preparation of any such document.

11. "Identify," when used in connection with a natural person, means to state that person's full name, present business and home address, and present title and job description.

12. "Identify," when used in connection with an entity, means to state that entity's full name and present address.

13. "Identify," when used in connection with Documents, means to describe each Document, setting forth the date, title, author, addresses of all recipients, and a brief description of the substance thereof, with such reasonable particularity as is sufficient for a specific request for production, and its present or last known location or custodian.

14. "Identify" or "state," when used with reference to a particular subject matter, means to state all facts that are known to you that refer or relate to that subject matter, to specify each event, occurrence, and instance that refers or relates to that subject matter, and to identify all Persons having knowledge of that subject matter.

15. "Interrogatory" means this Interrogatory and any numbered interrogatory as set forth below, as the context requires.

16. "Meeting" means any encounter between two or more Persons during which Communication of any kind occurred and includes, but is not limited to, formal or informal gatherings, conversations, and telephone calls.

17. "Person" means an individual, firm, corporation, partnership, limited liability company, sole proprietorship, association, joint stock company, joint venture, estate, trust, unincorporated organization, or other legal or governmental entity, including any divisions or departments within any of the aforementioned. All references to any Person (including any defined Person) shall include any of such Person's present or former parents, subsidiaries, divisions, subdivisions, affiliates, predecessors, successors, joint ventures, present and former officers, directors, financial advisors, consultants, analysts, employees, representatives, attorneys, agents, and all other Persons acting or purporting to act on behalf of such Person.

18. "Prepetition Credit Facility" means the revolving loans, term loans, swingline loans, and letters of credit up to an aggregate principal amount of \$2,825,000,000

pursuant to that certain Third Amended and Restated Credit Agreement, dated as of June 14, 2005, among Delphi, as borrower, JPMorgan Chase Bank, N.A., as administrative agent, the lenders from time to time party thereto, Citicorp USA, Inc., as syndication agent, Credit Suisse First Boston, Deutsche Bank AG, New York Branch, and HSBC Bank USA, as co-documentation agents for the revolving facility, Deutsche Bank AG, New York Branch, as documentation agent for the term facility, J.P. Morgan Securities Inc. and Citigroup Global Markets Inc., as joint bookrunners for the revolving facility, J.P. Morgan Securities Inc., Citigroup Global Markets, Inc., and Deutsche Bank Securities Inc., as joint bookrunners for the term facility, and J.P. Morgan Securities Inc. and Citigroup Global Markets, Inc., as joint lead arrangers.

19. "Request" means this Document Request and any numbered request for production of Documents set forth below, as the context requires.

20. "Statement" means and refers to any verbalizations and includes testimony given in connection with the instant matter.

21. The following rules of construction apply to all discovery requests:

(a) the use of the word "all" shall be construed as "any and all," the word "any" shall be construed as "any and all," and the word "each" shall be construed as "all and each";

(b) the connectives "and" and "or" shall be construed either disjunctively or conjunctively as necessary to bring within the scope of the discovery requests all responses that otherwise might be construed to be outside of their scope;

(c) the term "including" shall be construed to mean "without limitation";

(d) the use of the singular form of any word includes the plural and vice versa;

and

(e) the terms "relating to" or "concerning," or any derivative thereof, as used herein, mean: constitutes; refers to; reflects; concerns; pertains to; describes; evidences; or in any way logically or factually connects with the matter described in the request.

Instructions

1. These Interrogatories are deemed to be continuing in nature so as to require supplementation as the answering party obtains further information relating to the answers provided in response hereto.

2. If any Document or other information required to be identified in response to these Interrogatories is withheld on the basis of any claim of privilege, you shall provide, in lieu of identifying or providing any such Document or information, a written statement:

(a) identifying the Person who prepared or authorized the Document and information and, if applicable, any Person to whom the Document was sent or shown; (b) specifying the date on which the Document was prepared or transmitted; (c) identifying the subject matter of the Document or information; (d) describing the nature of the Document (e.g., letter, telegram, etc.); (e) stating briefly why the Document or information is claimed to be privileged or to constitute work product; and (f) stating the paragraph of this request to which the Document or information relates.

3. All Documents shall be produced in the file folders, envelopes, or other containers in which you keep or maintain the Documents. If for any reason the container cannot be produced, produce copies of all labels or other identifying marks. Documents shall be produced in such fashion as to identify the department, branch, or office in whose possession they were located and, where applicable, the natural person in whose possession they were found, and the business address of the custodian of each Document. Documents attached to one another should not be separated.

4. Documents not otherwise responsive to this request shall be produced if such Documents mention, discuss, refer to, or explain any Documents that are called for by this request, or if such Documents are attached to Documents called for by this request, or if such Documents constitute transmittal letters or memoranda, routing slips, letters, comments, evaluations, or similar materials.

5. If any Interrogatory or portion thereof cannot be answered fully, the Interrogatory shall be answered to the extent possible and the response shall set forth the reasons for the failure to answer more fully.

6. Where the answer to an Interrogatory requires the identification of Documents, it shall suffice to answer such Interrogatory by supplying copies of the Documents. However, if any of the aforementioned Documents cannot be produced because they have been lost or destroyed or otherwise disposed of, you are required to: (a) describe in detail the nature of the Document and its contents; (b) identify the Person who prepared or authorized the Document or material and, if applicable, the Persons to whom the Document was sent, copied, or blind copied; (c) specify the date on which the Document was prepared or transmitted; and (d) specify, if possible, (i) the date on which the Document was lost or destroyed and, if destroyed, the circumstances of and reasons for such destruction, and (ii) the Persons requesting or performing that destruction.

7. If a Document was prepared in several copies or if additional copies are thereafter made, and if any such copies are identical but found in different files, are not identical, or are no longer identical by reason of subsequent notation or modification of any kind whatsoever, including, without limitation, notations on the front or back of any of the pages thereof, then each such copy is a separate Document and must be produced.

8. In producing Documents and other materials, you shall furnish all Documents or things in your possession, custody, or control, regardless of whether such Documents or materials are possessed directly by you or your directors, officers, partners, members, agents, advisors, consultants, employees, representatives, subsidiaries, managing agents, affiliates, or investigators, or by your attorneys or their agents, advisors, consultants, employees, representatives, or investigators.

Interrogatories

1. Identify and describe the backgrounds of all Persons whom the Ad Hoc Committee expects to call to provide live testimony, or an affidavit or declaration, concerning the DIP Financing Hearings or any other hearing in these Chapter 11 Cases related or ancillary to the DIP Financing Hearings, or any issue pertaining thereto, including without limitation the Prepetition Credit Facility and the DIP Credit Facility.

2. With respect to each Person identified in Interrogatory 1, summarize the substance of his or her testimony, affidavit, or declaration and describe the relationship to the Ad Hoc Committee of each Person named and the terms of any engagement, employment, or retention by the Ad Hoc Committee or any member of the Ad Hoc Committee of each such Person.

3. Identify each Person that the Ad Hoc Committee expects to call as an expert witness at the DIP Financing Hearings or any other hearing in these Chapter 11 Cases related or ancillary to the DIP Financing Hearings or any issue pertaining thereto, including without limitation the Prepetition Credit Facility and the DIP Credit Facility, and describe the terms of engagement, employment, or retention by the Ad Hoc Committee or any member of the Ad Hoc Committee of each such Person.

4. Describe the specific subject matter regarding which each expert witness identified in response to Interrogatory 3 is expected to testify.

5. State whether any expert witness identified in response to Interrogatory 3 rendered any Documents or oral reports as to his or her opinion(s) and provide a copy of each such Document and the substance or a summary of each such oral report.

6. Identify all financial advisors, law firms, accountants, and other advisors or professionals retained by the Ad Hoc Committee in connection with the Prepetition Credit Facility, the DIP Credit Facility, the DIP Financing Hearings, any valuation of the Debtors' tangible or intangible assets, or any other matter relating to these Chapter 11 Cases.

7. Identify all Communications with respect to any valuation of the tangible and intangible assets of the Debtors, including but not limited to any financial analyses or studies, projections, reports, internal memoranda, appraisals, pro formas, financial statements, work papers, liquidation analyses, or evaluations produced, prepared, or reviewed by the Ad Hoc Committee in connection therewith.

8. Identify all Communications among the Ad Hoc Committee, the members of the Ad Hoc Committee, or any of them, concerning the Prepetition Credit Facility, the DIP Credit Facility, the DIP Financing Hearings, the purchase of outstanding debt of the Debtors, the valuation of the Debtors' tangible or intangible assets, or these Chapter 11 Cases, and each Person who participated in such Communication.

9. Identify all information and Documents that were provided by the Ad Hoc Committee to the members of the Ad Hoc Committee, or any of them, regarding the Prepetition Credit Facility, the DIP Credit Facility, the DIP Financing Hearings, or the valuation of the Debtors' tangible or intangible assets, and any cover or transmittal letters relating thereto, and



identify each and every individual who provided such information to any members of the Ad Hoc Committee.

10. Identify the members of the Ad Hoc Committee to whom the information and Documents identified in response to Interrogatory 9 were provided.

11. Identify all information and Documents relating to the purchase by the Ad Hoc Committee, the members of the Ad Hoc Committee, or any of them, of any outstanding debt of the Debtors, including, but not limited to, duly executed assignment and acceptances, copies of the register of the administrative agent, written consents of the administrative agent, administration questionnaires, and evidence of payment of any processing or recordation fee.

12. State the amount of outstanding debt of the Debtors held by each member of the Ad Hoc Committee on each of the following dates: (a) October 7, 2005; (b) October 11, 2005; (c) October 19, 2005; and (d) October 24, 2005.

13. Identify all information and Documents verifying the amount of outstanding debt of the Debtors held by each member of the Ad Hoc Committee on each of the following dates: (a) October 7, 2005; (b) October 11, 2005; (c) October 19, 2005; and (d) October 24, 2005.

14. Identify all trades effectuated by members of the Ad Hoc Committee between October 7, 2005 and October 25, 2005 relating to outstanding debt of the Debtors, and indicate the date on which each such trade settled.

15. Identify all members of the Ad Hoc Committee that were original lenders under the Prepetition Credit Facility and the amount of each such member's commitment as of June 14, 2005.

16. Identify and annex all Documents relied upon in responding to any of the Interrogatories, or referring or relating to the facts set forth in any response to any of the Interrogatories, identify each Person participating in the preparation of the answers to the Interrogatories, and describe the relationship of each such Person to the Ad Hoc Committee.

Request For Production Of Documents

Please produce the following:

1. All Documents identified in or relating to the subject matter of each of your answers to the Interrogatories.
2. All reports by any expert or by any Person consulted concerning expert testimony for the DIP Financing Hearings or for any other hearing related or ancillary to the DIP Financing Hearings in any of these Chapter 11 Cases, including all Documents relied upon by any such expert or Person and all Documents reviewed by any such expert or Person in connection with such reports.
3. All Documents concerning the terms of engagement, employment, or retention by the Ad Hoc Committee of any expert, or any Person consulted concerning expert testimony, with respect to the DIP Financing Hearings or any other hearing related or ancillary to the DIP Financing Hearings in any of these Chapter 11 Cases.
4. All Documents that you intend or expect to use as exhibits or evidence or for any other purpose at the DIP Financing Hearings, or at any other hearing related or ancillary to the DIP Financing Hearings in any of these Chapter 11 Cases.
5. All Documents concerning, reflecting, or discussing any valuation of the tangible and intangible assets of the Debtors, including but not limited to any financial analyses or studies, projections, reports, internal memoranda, appraisals, pro formas, financial statements,

work papers, liquidation analyses, or evaluations produced, prepared, or reviewed by the Ad Hoc Committee or any member of the Ad Hoc Committee in connection therewith.

6. All Documents evidencing Communications between the Ad Hoc Committee and members of the Ad Hoc Committee, or any of them, relating to, referring to, or concerning the Prepetition Credit Facility, the DIP Credit Facility, the DIP Financing Hearings, the valuation of the tangible or intangible assets of the Debtors, or these Chapter 11 Cases.

7. All Documents concerning the Ad Hoc Committee's or any members of the Ad Hoc Committee's decision to object to the DIP Financing.

8. All Documents concerning the formation or purpose of the Ad Hoc Committee, including, but not limited to, any Communications between or among the Ad Hoc Committee, the members of the Ad Hoc Committee, any prospective members of the Ad Hoc Committee, or any of them relating to such formation or purpose, and any Communications made by DK Acquisition Partners LP regarding the organization of the Ad Hoc Committee.

9. All Documents evidencing Communications between the Ad Hoc Committee, the members of the Ad Hoc Committee, or any of them, and the Debtors and/or their financial advisor, relating to, referring to, or concerning the Prepetition Credit Facility, the DIP Credit Facility, the DIP Financing Hearings, the valuation of the tangible or intangible assets of the Debtors, or these Chapter 11 Cases.

10. Any agreements or contractual arrangements between the Ad Hoc Committee and the members of the Ad Hoc Committee, or any of them, including but not limited to powers of attorney, indemnification agreements, and conflicts or other waivers.

11. All Documents, including, but not limited to, all reports, internal memoranda, appraisals, pro formas, financial statements, financial analyses or studies,

projections, work papers, liquidation analyses, or evaluations, prepared, produced, or reviewed by the Ad Hoc Committee, members of the Ad Hoc Committee, or any of them, relating to, referring to, or concerning the Prepetition Credit Facility, the DIP Credit Facility, the DIP Financing Hearings, the valuation of the tangible or intangible assets of the Debtors, or these Chapter 11 Cases.

12. All calendars, agendas, notes, and diaries, whether electronic or otherwise, of the Ad Hoc Committee, members of the Ad Hoc Committee, or any of them, relating to any Meetings in which items relating to, referring to, or concerning the Prepetition Credit Facility, the DIP Credit Facility, the DIP Financing Hearings, any valuation of the Debtors' tangible or intangible assets, or these Chapter 11 Cases were discussed.

13. All Documents relating to the purchase by the Ad Hoc Committee, the members of the Ad Hoc Committee, or any of them, of any outstanding debt of the Debtors, including, but not limited to, duly executed assignment and acceptances, copies of the register of the administrative agent, written consents of the administrative agent, administration questionnaires, and evidence of payment of the processing and recordation fee, and any other Documents indicating the date on which members of the Ad Hoc Committee acquired outstanding debt of the Debtors.

14. All Documents verifying the amount of outstanding debt of the Debtors held by each member of the Ad Hoc Committee on each of the following dates: (a) October 7, 2005; (b) October 11, 2005; (c) October 19, 2005; and (d) October 24, 2005.

15. All Documents relating to trades effectuated by members of the Ad Hoc Committee between October 7, 2005 and October 25, 2005 involving outstanding debt of the Debtors.

16. With regard to each trade for which Documents are produced pursuant to Request 15, all Documents indicating the date on which each such trade settled.

17. All Documents evidencing the Ad Hoc Committee's and each member of the Ad Hoc Committee's standing to appear and assert an objection in these Chapter 11 Cases.

18. All Documents supporting the assertion in paragraph 2 of the Verified Statement Pursuant to Bankruptcy Rule 2019 of Goodwin Procter LLP that the members of the Ad Hoc Committee held or had "economic interests in, directly or indirectly, Loans (as defined in the Prepetition Credit Agreement) in the aggregate amount of at least \$443,250,000" as of October 24, 2005.

19. All Documents supporting the assertion in paragraph 2 of the Verified Statement Pursuant to Bankruptcy Rule 2019 of Goodwin Procter LLP that "[o]ne or more members of the Ad Hoc Committee are original Lenders under the Prepetition Credit Agreement."

Dated: New York, New York  
October 25, 2005

SKADDEN, ARPS, SLATE, MEAGHER  
& FLOM LLP

By: John Butler Jr. (by permission / LCK)  
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John K. Lyons (JL 4951)  
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- and -

SHEARMAN & STERLING LLP

By: [Signature]  
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Attorneys for Delphi Corporation, et al.,  
Debtors and Debtors-in-Possession

## **EXHIBIT O**

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Delphi Legal Information Website:  
<http://www.delphidocket.com>

UNITED STATES BANKRUPTCY COURT  
SOUTHERN DISTRICT OF NEW YORK

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	:	
In re	:	Chapter 11
	:	
DELPHI CORPORATION, <u>et al.</u> ,	:	Case No. 05-44481 (RDD)
	:	
Debtors.	:	(Jointly Administered)
	:	
-----	x	

NOTICE OF DEPOSITION UPON ORAL EXAMINATION

PLEASE TAKE NOTICE that, pursuant to Rules 7026, 7030, and 7034 of the  
Federal Rules of Bankruptcy Procedure, incorporating Rules 26, 30, and 34 of the Federal Rules  
of Civil Procedure, Delphi Corporation and certain of its subsidiaries and affiliates, debtors and



debtors-in-possession in the above-captioned cases, will, by their attorneys, take the deposition upon oral examination of an officer, director, managing agent, employee, member or other person of the Ad Hoc Committee,<sup>1</sup> whom the Ad Hoc Committee shall designate pursuant to Rule 30(b)(6) of the Federal Rules of Civil Procedure as having the most knowledge concerning the matters set forth in Schedule A annexed hereto.

The deposition will commence on Wednesday, October 26, 2005 at 2:00 p.m. at the offices of Shearman & Sterling LLP, 599 Lexington Avenue, New York, New York 10022, or at such other location upon which the parties may agree. The deposition will be taken before a notary public or other officer authorized by law to administer oaths, will be recorded by stenographic and/or videographic means, will continue from day to day until completed, and is being taken for purposes of discovery, or use at trial, or for such other purposes as are permitted under the Federal Rules of Bankruptcy Procedure, the Federal Rules of Civil Procedure, or other applicable rules of the Court.

*[Remainder of page has been left blank by intention]*

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<sup>1</sup> The "Ad Hoc Committee" means an ad hoc committee comprising certain funds and managed accounts managed by DK Acquisition Partners LP, Latigo Partners, LP, Quadrangle Master Funding Ltd., Cyrus Capital Partners, Canyon Capital Partners, Concordia Advisors LLC, Avenue Capital Group, Special Situations Investing Group, Inc., D.E. Shaw & Co., L.P., Longacre Fund Management LLC, and Elliott & Associates.

Dated: New York, New York  
October 25, 2005

SKADDEN, ARPS, SLATE, MEAGHER  
& FLOM LLP

By: John Butler Jr. (by permission/line)  
John Wm. Butler, Jr. (JB 4711)  
John K. Lyons (JL 4951)  
Ron E. Meisler (RM 3026)  
333 West Wacker Drive, Suite 2100  
Chicago, Illinois 60606  
(312) 407-0700

- and -

SHEARMAN & STERLING LLP

By: [Signature]  
Douglas P. Bartner (DB-2901)  
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Attorneys for Delphi Corporation, et al.,  
Debtors and Debtors-in-Possession

## SCHEDULE A

### Definitions

The following definitions apply to all requests set forth below unless otherwise indicated.

1. "Ad Hoc Committee" means an ad hoc committee comprising certain funds and managed accounts managed by DK Acquisition Partners LP, Latigo Partners, LP, Quadrangle Master Funding Ltd., Cyrus Capital Partners, Canyon Capital Partners, Concordia Advisors LLC, Avenue Capital Group, Special Situations Investing Group, Inc., D.E. Shaw & Co., L.P., Longacre Fund Management LLC, and Elliott & Associates.

2. "Bankruptcy Court" means the United States District Court for the Southern District of New York having jurisdiction over these Chapter 11 Cases and, to the extent of any reference made pursuant to 28 U.S.C. § 157 and/or a general order of such District Court pursuant to 28 U.S.C. § 151, the bankruptcy unit of such District Court.

3. "Bankruptcy Rules" means the Federal Rules of Bankruptcy Procedure, as amended from time to time, as applicable to these Chapter 11 Cases, promulgated under 28 U.S.C. § 2075.

4. "Chapter 11 Cases" means the above-captioned chapter 11 proceedings filed by the Debtors and jointly administered under case number 05-44481.

5. "Communication" means any transmission of words, ideas, or information between or among two or more Persons, including, but not limited to, spoken words, conversations, conferences, discussions, interviews, reports, meetings, negotiations, agreements, and understandings, whether transmitted in person or by an electronic device, and Documents, as defined below.

6. "DIP Credit Facility" means Delphi Corporation's secured postpetition credit facility, as guaranteed by certain of Delphi Corporation's subsidiaries and affiliates, up to an aggregate principal amount not to exceed \$2 billion, consisting of a \$1,750,000,000 revolving credit facility (inclusive of a sublimit in the aggregate of \$325 million for the issuance of letters of credit) and a \$250 million term loan facility, from JPMorgan Chase Bank, N.A., as administrative agent, and from a syndicate of other financial institutions arranged by J.P. Morgan Securities Inc. and Citigroup Global Markets, Inc., pursuant to the Revolving Credit, Term Loan and Guaranty Agreement, dated as of October 8, 2005, and the other loan documents to be executed and delivered in connection therewith, substantially in the form attached as Exhibit A to the Debtors' Motion For Order Under 11 U.S.C. §§ 105, 361, 362, 363, 364(c), 364(d), And 364(e) And Fed. R. Bankr. P. 2002, 4001, and 9014 (I) Authorizing Debtors To Obtain Secured Postpetition Financing On Superpriority Secured And Priming Basis, (II) Authorizing Use Of Cash Collateral, (III) Granting Adequate Protection To Prepetition Secured Lenders, (IV) Granting Interim Relief, And (V) Scheduling A Final Hearing Under Fed. R. Bankr. P. 4001(b) and (c) (Docket No. 42).

7. "DIP Financing Hearings" means those hearings at which approval, on an interim or final basis, of the DIP Credit Facility was, is, or will be considered by the Bankruptcy Court.

8. "Document" shall have the same meaning as it has in Bankruptcy Rule 7034(a) and Rule 34 of the Federal Rules of Civil Procedure and shall include any written or other electronic record, graphic, or photographic matter of any kind or character, whether produced or reproduced, and shall include, without limiting the generality of the foregoing, all photographs, letters, telegrams, teletypes, facsimiles, correspondence, electronic mail, contracts,

agreements, drafts, proofs, work papers, applications, pro formas, financial statements, resumes, notes to file, reports, memoranda, mechanical or electronic sound recordings or transcripts thereof, computer programs, tapes or discs, calendar or diary entries, memoranda of telephone or personal conversations or of Meetings or conferences, transcripts, maps, studies, reports, charts, interoffice communications, minutes of meetings, articles, announcements, ledgers, vouchers, checks, bills and invoices, including originals and copies of any of the foregoing, whether typed, printed, handwritten, or on tape or otherwise recorded, and any material underlying, supporting, or used in the preparation of any such document.

9. "Meeting" means any encounter between two or more Persons during which Communication of any kind occurred and includes, but is not limited to, formal or informal gatherings, conversations, and telephone calls.

10. "Person" means an individual, firm, corporation, partnership, limited liability company, sole proprietorship, association, joint stock company, joint venture, estate, trust, unincorporated organization, or other legal or governmental entity, including any divisions or departments within any of the aforementioned. All references to any Person (including any defined Person) shall include any of such Person's present or former parents, subsidiaries, divisions, subdivisions, affiliates, predecessors, successors, joint ventures, present and former officers, directors, financial advisors, consultants, analysts, employees, representatives, attorneys, agents, and all other Persons acting or purporting to act on behalf of such Person.

11. "Prepetition Credit Facility" means the revolving loans, term loans, swingline loans, and letters of credit up to an aggregate principal amount of \$2,825,000,000 pursuant to that certain Third Amended and Restated Credit Agreement, dated as of June 14, 2005, among Delphi, as borrower, JPMorgan Chase Bank, N.A., as administrative agent, the lenders from time

to time party thereto, Citicorp USA, Inc., as syndication agent, Credit Suisse First Boston, Deutsche Bank AG, New York Branch, and HSBC Bank USA, as co-documentation agents for the revolving facility, Deutsche Bank AG, New York Branch, as documentation agent for the term facility, J.P. Morgan Securities Inc. and Citigroup Global Markets Inc., as joint bookrunners for the revolving facility, J.P. Morgan Securities Inc., Citigroup Global Markets, Inc., and Deutsche Bank Securities Inc., as joint bookrunners for the term facility, and J.P. Morgan Securities Inc. and Citigroup Global Markets, Inc., as joint lead arrangers.

Subjects Of Inquiry

1. The Prepetition Credit Facility, the DIP Credit Facility, the DIP Financing Hearings, and the valuation of the tangible or intangible assets of the Debtors.
2. The Ad Hoc Committee's or any members of the Ad Hoc Committee's decision to object to the DIP Financing.
3. The formation and purpose of the Ad Hoc Committee.
4. Agreements or contractual arrangements between the Ad Hoc Committee and the members of the Ad Hoc Committee, or any of them.
5. Documents, reports, internal memoranda, appraisals, pro formas, financial statements, financial analyses or studies, projections, work papers, liquidation analyses, or evaluations, prepared, produced, or reviewed by the Ad Hoc Committee, members of the Ad Hoc Committee, or any of them, relating to, referring to, or concerning the Prepetition Credit Facility, the DIP Credit Facility, the DIP Financing Hearings, the valuation of the tangible or intangible assets of the Debtors, or these Chapter 11 Cases.
6. The purchase by the Ad Hoc Committee, the members of the Ad Hoc Committee, or any of them, of any outstanding debt of the Debtors.

7. The amount of outstanding debt of the Debtors held by each member of the Ad Hoc Committee on each of the following dates: (a) October 7, 2005; (b) October 11, 2005; (c) October 19, 2005; and (d) October 24, 2005.

8. Trades involving outstanding debt of the Debtors effectuated by members of the Ad Hoc Committee between October 7, 2005 and October 25, 2005, and the dates on which each such trade settled.

## **EXHIBIT P**



UNITED STATES BANKRUPTCY COURT  
SOUTHERN DISTRICT OF NEW YORK

In re

DELPHI CORPORATION, *et al.*,

Debtors.

Chapter 11  
Case No. 05-44481 (RDD)  
Jointly Administered

----- x **SUBPOENA**

TO: **Kevin C. Kelley**  
**JPMorgan Chase Bank, N.A.**  
270 Park Avenue, 39<sup>th</sup> Floor  
New York, NY 10017

☐ YOU ARE COMMANDED to appear in the United States Bankruptcy Court at the place, date, and time specified below to testify in the above case.

PLACE of Testimony

COURTROOM

DATE AND TIME

☐ YOU ARE COMMANDED to appear at the place, date and time specified below to testify at the taking of a deposition in the above case.

PLACE

DATE AND TIME

**X YOU ARE COMMANDED to produce and permit inspection and copying of documents listed on Annex I or objects at the place, date, and time specified below on Annex I.**

PLACE

Shearman & Sterling LLP  
599 Lexington Avenue  
New York, New York 10022  
(212) 848-4000

DATE AND TIME

October 25, 2005  
7:00 p.m.

☐ YOU ARE COMMANDED to permit inspection of the following premises at the date and time specified below.

PREMISES

DATE AND TIME

ISSUING OFFICER SIGNATURE AND TITLE

DATE

/s/ Lynette C. Kelly

October 25, 2005

ISSUING OFFICER'S NAME, ADDRESS AND PHONE NUMBER

**Lynette C. Kelly, Esq. (LK-7971), Shearman & Sterling LLP, Counsel for the Debtors, 599 Lexington Avenue, New York, NY 10022 (212) 848-4000**

PROOF OF SERVICE

SERVED	DATE	PLACE

SERVED ON (PRINT NAME)	MANNER OF SERVICE
SERVED BY (PRINT NAME)	TITLE

DECLARATION OF SERVER

I declare under penalty of perjury under the laws of the United States of America that the foregoing information contained in the Proof of Service is true and correct.

Executed on

DATE

SIGNATURE OF SERVER

ADDRESS OF SERVER

**Rule 45, Fed.RCiv.P., Parts (c) and (d) made applicable in cases under Bankruptcy code by Rule 9016, Fed. R. Bankr. P.**

(C) PROTECTION OF PERSONS SUBJECT TO SUBPOENAS.

(1) A party or an attorney responsible for the issuance and service of a subpoena shall take reasonable steps to avoid imposing undue burden or expense on a person subject to that subpoena. The court on behalf of which the subpoena was issued shall enforce this duty and impose upon the party or attorney in breach of this duty an appropriate sanction, which may include, but is not limited to, lost earnings and a reasonable attorney's fees.

(2)(A) A person commanded to produce and permit inspection and copying of designated books, papers, documents or tangible things, or inspection of premises need not appear in person at the place of production or inspection unless commanded to appear for deposition, hearing or trial.

(B) Subject to paragraph (d)(2) OF THIS RULE, A PERSON COMMANDED TO PRODUCE AND PERMIT INSPECTION AND COPYING MAY, WITHIN 14 DAYS AFTER SERVICE OF THE SUBPOENA OR BEFORE THE TIME SPECIFIED FOR COMPLIANCE IF SUCH TIME IS LESS THAN 14 DAYS AFTER SERVICE, SERVE UPON THE PARTY OR ATTORNEY DESIGNATED IN THE SUBPOENA WRITTEN OBJECTION TO INSPECTION OR COPYING OF ANY OR ALL OF THE DESIGNATED MATERIALS OR OF THE PREMISES. If OBJECTION is made, the party serving the subpoena shall not be entitled to inspect and copy the materials or inspect the premises except pursuant to an order of the court by which the subpoena was issued. If objection has been made, the party serving the subpoena may, upon notice to the person commanded to produce, move at any time for an order to compel the production. Such an order to compel production shall protect any person who is not a party or an officer of a party from significant expense resulting from the inspection and copying commanded.

(3)(A) On timely motion- the court by which a subpoena was issued shall quash or modify the subpoena if it

(i) fails to allow reasonable time for compliance:

(ii) requires a person who is not a party or an officer of a party to travel to a place more than 100 miles from the place

where that person resides, is employed or regularly transacts Business in person, except that, subject to the provisions of clause (c)(3)(B)(iii) of this rule, such a person may in order to attend trial be commanded to travel from any such place within the state in which the trial is held, or

(iii) requires disclosure of privileged or other protected matter and no exception or waiver applies, or  
(iv) subjects a person to undue burden

(B) If a subpoena

(i) requires disclosure of a trade secret or other confidential research, development, or commercial information, or

(ii) requires disclosure of an unretained expert's opinion or information not describing specific events or occurrences in dispute and resulting from the expert's study made not at the request of any party, or

(iii) requires a person who is not a party or an officer of a party to incur substantial expense to travel more than 100 miles to attend trial, the court may, to protect a person subject to or affected by the subpoena, quash or modify the subpoena or, if the party in whose behalf the subpoena is issued shows a substantial need for the testimony or material that cannot be otherwise met without undue hardship and assures that the person to whom the subpoena is addressed will be reasonably compensated, the court may order appearance or production only upon specified conditions.

(d) DUTIES IN RESPONDING TO SUBPOENA.

(1) A person responding to a subpoena to produce documents shall produce them as they are kept in the usual course of business or shall organize and label them to correspond with the categories in the demand.

(2) When information subject to a subpoena is withheld on a claim that it is privileged or subject to protection as trial preparation materials, the claim shall be made expressly and shall be supported by a description of the nature of the documents, communications, or things not produced that is sufficient to enable the demanding party to contest the claim.

UNITED STATES BANKRUPTCY COURT  
SOUTHERN DISTRICT OF NEW YORK

----- x  
In re

DELPHI CORPORATION, *et al.*,

Debtors.  
----- x

Chapter 11  
Case No. 05-44481 (RDD)  
Jointly Administered

---

**SUBPOENA**

---

**SKADDEN, ARPS, SLATE, MEAGHER & FLOM LLP**  
333 WEST WACKER DRIVE, SUITE 2100  
CHICAGO, ILLINOIS 60606  
(312) 407-0700

-and-

**SKADDEN, ARPS, SLATE, MEAGHER & FLOM LLP**  
FOUR TIMES SQUARE  
NEW YORK, NEW YORK 10036  
(212) 735-3000

-and-

**SHEARMAN & STERLING LLP**  
599 LEXINGTON AVENUE  
NEW YORK, NEW YORK 10022  
(212) 848-4000  
ATTORNEYS FOR THE DEBTORS

### **INSTRUCTIONS AND DEFINITIONS**

1. Unless otherwise indicated, the documents requested to be inspected in this Subpoena include all documents your possession, custody, or control. Without limitation of the terms "possession, custody, or control" as used in the preceding sentence, a document is in your possession, custody or control if you have actual possession or custody or constructive possession, in that you have the right or the ability to obtain the document or a copy thereof upon demand from another person or public or private entity that has actual physical possession thereof, such as your attorneys.

2. All documents are to be produced in their entirety, without abbreviation or redaction, and including both front and back thereof. Requests for documents shall be deemed to include a request for any and all transmittal sheets, cover letters, exhibits, enclosures, or any other annexes or attachments to the documents, in addition to the document itself.

3. For each document the production of which is withheld because it is claimed to be privileged, because it is claimed to be attorneys' work product, or because of any other ground of non-production, identify, at the time that documents are produced:

- (a) the nature of the privilege (including work product) or other ground of non-production that is being claimed; and, if the ground of non-production is a privilege, and if the privilege is being asserted in connection with a claim or defense governed by state law, indicate the state's or country's privilege rule being invoked; and
- (b) (i) the type of document; (ii) general subject matter of the document; (iii) the date of the document; and (iv) such other information as is sufficient to identify the document for a subpoena duces tecum, including, where appropriate, the author of the document, the addressees of the document, persons who received copies of the document, and, where not apparent, the relationship of the author and addressee to each other.

If a portion of an otherwise responsive document contains information subject to a claim of privilege, work product or other ground of non-production, those portions of the document subject to such claim shall be deleted or redacted from the document, the material redacted or deleted shall be specified in the privilege log, and the rest of the document shall be produced.

4. Each paragraph and subparagraph of this subpoena and inspection shall be construed independently and without reference to any other paragraph or subparagraph for the purpose of limitation.

5. If any document request cannot be complied with in full, it shall be complied with to the fullest extent possible, and an explanation shall be given as to why full compliance is not possible.

6. For any document requested herein which was formerly in your possession, custody or control but which has been lost or destroyed:

- (a) describe in detail the nature of the document and its contents;
- (b) identify the person who prepared or authored the document, and, if applicable, the person to whom it was sent;
- (c) specify the date on which the document was prepared or transmitted;
- (d) specify, if possible, the date on which the document was lost or destroyed and, if destroyed, the manner of and reasons for such destruction and the persons authorizing, performing and having knowledge of the destruction; and
- (e) specify in detail all efforts that were made to maintain or preserve the document.

7. With respect to the documents produced, you shall produce them as they are kept in the usual course of business.

8. These requests shall be deemed continuing so as to require further and supplemental responses by you in the event that they obtain or discover additional information after the time of their initial response.

9. Unless otherwise indicated, these Requests seek responsive documents authored, generated, disseminated, drafted, produced, reproduced, or otherwise created or distributed from June 1, 2005 through October 25, 2005.

10. "Prepetition Agent" means JPMorgan Chase Bank, N.A., as administrative agent under the Prepetition Credit Agreement.

11. "Prepetition Credit Agreement" means the Third Amended and Restated Credit Agreement, dated as of June 14, 2005, among Delphi Corporation, as borrower, JPMorgan Chase Bank, N.A., as administrative agent, the lenders from time to time party thereto, Citicorp USA, Inc., as syndication agent, Credit Suisse First Boston, Deutsche Bank AG, New York Branch, and HSBC Bank USA, as co-documentation agents for the revolving facility, Deutsche Bank AG, New York Branch, as documentation agent for the term facility, J.P. Morgan Securities Inc. and Citigroup Global Markets Inc., as joint bookrunners for the revolving facility, J.P. Morgan Securities Inc., Citigroup Global Markets, Inc., and Deutsche Bank Securities Inc., as joint bookrunners for the term facility, J.P. Morgan Securities Inc. and Citigroup Global Markets, Inc., as joint lead arrangers.

12. "Prepetition Secured Lenders" means the lenders from time to time party thereto under the Prepetition Credit Agreement.

Annex I

**Subpoenaed Documents**

Please produce:

1. All documents with respect to the Prepetition Secured Lenders of record, under the Prepetition Credit Agreement as of the following dates:

- A. October 8, 2005;
- B. October 11, 2005; and
- C. October 25, 2005 or as of the most recent date available.

2. All documents with respect to Prepetition Secured Lenders who rejected and accepted the prepayment offered by Delphi Corporation in connection with the sale of Delphi Corporation's joint venture interest in Ambrake Corporation on September 9, 2005 and October 7, 2005.

3. All documents relating to assignments of debt under the Prepetition Credit Agreement that, as of October 25, 2005 have not been recorded on the register.

4. All documents relating to any possible filing of an objection by the Prepetition Secured Lenders to Delphi Corporation's motion to obtain post-petition financing.

UNITED STATES BANKRUPTCY COURT  
SOUTHERN DISTRICT OF NEW YORK

In re

DELPHI CORPORATION, *et al.*,

Debtors.

Chapter 11  
Case No. 05-44481 (RDD)  
Jointly Administered

----- x      **SUBPOENA**

TO:    **Kevin C. Kelley**  
         **JPMorgan Chase Bank, N.A.**  
         270 Park Avenue, 39<sup>th</sup> Floor  
         New York, NY 10017

☐ YOU ARE COMMANDED to appear in the United States Bankruptcy Court at the place, date, and time specified below to testify in the above case.

PLACE of Testimony

COURTROOM

DATE AND TIME

☐ YOU ARE COMMANDED to appear at the place, date and time specified below to testify at the taking of a deposition in the above case.

PLACE

DATE AND TIME

**X YOU ARE COMMANDED to produce and permit inspection and copying of documents listed on Annex I or objects at the place, date, and time specified below on Annex I.**

PLACE

Shearman & Sterling LLP  
599 Lexington Avenue  
New York, New York 10022  
(212) 848-4000

DATE AND TIME

October 25, 2005  
2:00 p.m.

☐ YOU ARE COMMANDED to permit inspection of the following premises at the date and time specified below.

PREMISES

DATE AND TIME

ISSUING OFFICER SIGNATURE AND TITLE

DATE

/s/ Lynette C. Kelly

October 25, 2005

ISSUING OFFICER'S NAME, ADDRESS AND PHONE NUMBER

**Lynette C. Kelly, Esq. (LK-7971), Shearman & Sterling LLP, Counsel for the Debtors, 599 Lexington Avenue, New York, NY 10022 (212) 848-4000**

PROOF OF SERVICE

SERVED	DATE	PLACE

SERVED ON (PRINT NAME)	MANNER OF SERVICE
SERVED BY (PRINT NAME)	TITLE

DECLARATION OF SERVER

I declare under penalty of perjury under the laws of the United States of America that the foregoing information contained in the Proof of Service is true and correct.

Executed on

DATE

SIGNATURE OF SERVER

ADDRESS OF SERVER

**Rule 45, Fed.RCiv.P., Parts (c) and (d) made applicable in cases under Bankruptcy code by Rule 9016, Fed. R. Bankr. P.**

(C) PROTECTION OF PERSONS SUBJECT TO SUBPOENAS.

(1) A party or an attorney responsible for the issuance and service of a subpoena shall take reasonable steps to avoid imposing undue burden or expense on a person subject to that subpoena. The court on behalf of which the subpoena was issued shall enforce this duty and impose upon the party or attorney in breach of this duty an appropriate sanction, which may include, but is not limited to, lost earnings and a reasonable attorney's fees.

(2)(A) A person commanded to produce and permit inspection and copying of designated books, papers, documents or tangible things, or inspection of premises need not appear in person at the place of production or inspection unless commanded to appear for deposition, hearing or trial.

(B) Subject to paragraph (d)(2) OF THIS RULE, A PERSON COMMANDED TO PRODUCE AND PERMIT INSPECTION AND COPYING MAY, WITHIN 14 DAYS AFTER SERVICE OF THE SUBPOENA OR BEFORE THE TIME SPECIFIED FOR COMPLIANCE IF SUCH TIME IS LESS THAN 14 DAYS AFTER SERVICE, SERVE UPON THE PARTY OR ATTORNEY DESIGNATED IN THE SUBPOENA WRITTEN OBJECTION TO INSPECTION OR COPYING OF ANY OR ALL OF THE DESIGNATED MATERIALS OR OF THE PREMISES. If OBJECTION is made, the party serving the subpoena shall not be entitled to inspect and copy the materials or inspect the premises except pursuant to an order of the court by which the subpoena was issued. If objection has been made, the party serving the subpoena may, upon notice to the person commanded to produce, move at any time for an order to compel the production. Such an order to compel production shall protect any person who is not a party or an officer of a party from significant expense resulting from the inspection and copying commanded.

(3)(A) On timely motion- the court by which a subpoena was issued shall quash or modify the subpoena if it

(i) fails to allow reasonable time for compliance:

(ii) requires a person who is not a party or an officer of a party to travel to a place more than 100 miles from the place

where that person resides, is employed or regularly transacts Business in person, except that, subject to the provisions of clause (cX3)(B)(iii) of this rule, such a person may in order to attend trial be commanded to travel from any such place within the state in which the trial is held, or

(iii) requires disclosure of privileged or other protected matter and no exception or waiver applies, or  
(iv) subjects a person to undue burden

(B) If a subpoena

(i) requires disclosure of a trade secret or other confidential research, development, or commercial information, or

(ii) requires disclosure of an unretained expert's opinion or information not describing specific events or occurrences in dispute and resulting from the expert's study made not at the request of any party, or

(iii) requires a person who is not a party or an officer of a party to incur substantial expense to travel more than 100 miles to attend trial, the court may, to protect a person subject to or affected by the subpoena, quash or modify the subpoena or, if the party in whose behalf the subpoena is issued shows a substantial need for the testimony or material that cannot be otherwise met without undue hardship and assures that the person to whom the subpoena is addressed will be reasonably compensated, the court may order appearance or production only upon specified conditions.

(d) DUTIES IN RESPONDING TO SUBPOENA.

(1) A person responding to a subpoena to produce documents shall produce them as they are kept in the usual course of business or shall organize and label them to correspond with the categories in the demand.

(2) When information subject to a subpoena is withheld on a claim that it is privileged or subject to protection as trial preparation materials, the claim shall be made expressly and shall be supported by a description of the nature of the documents, communications, or things not produced that is sufficient to enable the demanding party to contest the claim.



UNITED STATES BANKRUPTCY COURT  
SOUTHERN DISTRICT OF NEW YORK

-----x  
In re

DELPHI CORPORATION, *et al.*,

Debtors.  
-----x

Chapter 11  
Case No. 05-44481 (RDD)  
Jointly Administered

---

**SUBPOENA**

---

**SKADDEN, ARPS, SLATE, MEAGHER & FLOM LLP**  
333 WEST WACKER DRIVE, SUITE 2100  
CHICAGO, ILLINOIS 60606  
(312) 407-0700

-and-

**SKADDEN, ARPS, SLATE, MEAGHER & FLOM LLP**  
FOUR TIMES SQUARE  
NEW YORK, NEW YORK 10036  
(212) 735-3000

-and-

**SHEARMAN & STERLING LLP**  
599 LEXINGTON AVENUE  
NEW YORK, NEW YORK 10022  
(212) 848-4000  
ATTORNEYS FOR THE DEBTORS

### **INSTRUCTIONS**

1. Unless otherwise indicated, the documents requested to be inspected in this Subpoena include all documents your possession, custody, or control. Without limitation of the terms "possession, custody, or control" as used in the preceding sentence, a document is in your possession, custody or control if you have actual possession or custody or constructive possession, in that you have the right or the ability to obtain the document or a copy thereof upon demand from another person or public or private entity that has actual physical possession thereof, such as your attorneys.

2. All documents are to be produced in their entirety, without abbreviation or redaction, and including both front and back thereof. Requests for documents shall be deemed to include a request for any and all transmittal sheets, cover letters, exhibits, enclosures, or any other annexes or attachments to the documents, in addition to the document itself.

3. For each document the production of which is withheld because it is claimed to be privileged, because it is claimed to be attorneys' work product, or because of any other ground of non-production, identify, at the time that documents are produced:

- (a) the nature of the privilege (including work product) or other ground of non-production that is being claimed; and, if the ground of non-production is a privilege, and if the privilege is being asserted in connection with a claim or defense governed by state law, indicate the state's or country's privilege rule being invoked; and
- (b) (i) the type of document; (ii) general subject matter of the document; (iii) the date of the document; and (iv) such other information as is sufficient to identify the document for a subpoena duces tecum, including, where appropriate, the author of the document, the addressees of the document, persons who received copies of the document, and, where not apparent, the relationship of the author and addressee to each other.

If a portion of an otherwise responsive document contains information subject to a claim of privilege, work product or other ground of non-production, those portions of the document subject to such claim shall be deleted or redacted from the document, the material redacted or deleted shall be specified in the privilege log, and the rest of the document shall be produced.

4. Each paragraph and subparagraph of this subpoena and inspection shall be construed independently and without reference to any other paragraph or subparagraph for the purpose of limitation.

5. If any document request cannot be complied with in full, it shall be complied with to the fullest extent possible, and an explanation shall be given as to why full compliance is not possible.

6. For any document requested herein which was formerly in your possession, custody or control but which has been lost or destroyed:

- (a) describe in detail the nature of the document and its contents;
- (b) identify the person who prepared or authored the document, and, if applicable, the person to whom it was sent;
- (c) specify the date on which the document was prepared or transmitted;
- (d) specify, if possible, the date on which the document was lost or destroyed and, if destroyed, the manner of and reasons for such destruction and the persons authorizing, performing and having knowledge of the destruction; and
- (e) specify in detail all efforts that were made to maintain or preserve the document.

7. With respect to the documents produced, you shall produce them as they are kept in the usual course of business.

8. These requests shall be deemed continuing so as to require further and supplemental responses by you in the event that they obtain or discover additional information after the time of their initial response.

9. Unless otherwise indicated, these Requests seek responsive documents authored, generated, disseminated, drafted, produced, reproduced, or otherwise created or distributed from June 1, 2005 through October 25, 2005.

Annex I

**Subpoenaed Documents**

1. Please produce all documents concerning the appraisal and/or value of certain machinery and equipment of Delphi Corporation and its subsidiaries prepared by, or for you, in your capacity as administrative agent under the Revolving Credit, Term Loan and Guaranty Agreement, dated as of October 14, 2005 among Delphi Corporation, as borrower, subsidiaries of Delphi Corporation parties thereto, as guarantors, each a debtor and debtor-in-possession, the several banks and other financial institutions parties to such agreement and JPMorgan Chase Bank, N.A., as administrative agent for such lenders.

UNITED STATES BANKRUPTCY COURT  
SOUTHERN DISTRICT OF NEW YORK

In re

DELPHI CORPORATION, *et al.*,

Debtors.

Chapter 11  
Case No. 05-44481 (RDD)  
Jointly Administered

-----X  
**SUBPOENA**

TO: **Thomas Maher**  
**JPMorgan Chase Bank, N.A.**  
270 Park Avenue, 39<sup>th</sup> Floor  
New York, NY 10017

**X YOU ARE COMMANDED to appear in the United States Bankruptcy Court at the place, date, and time specified below to testify in the above case.**

PLACE of Testimony

COURTROOM  
610

United States Bankruptcy Court for the Southern District of New York,  
Alexander Hamilton Custom House, One Bowling Green, New York, NY 10004-  
1408

DATE AND TIME  
October 27, 2005, 10:00 a.m.

☐ YOU ARE COMMANDED to appear at the place, date and time specified below to testify at the taking of a deposition in the above case.

PLACE

DATE AND TIME

☐ YOU ARE COMMANDED to produce and permit inspection and copying of documents listed on Annex I or objects at the place, date, and time specified below on Annex I.

PLACE

DATE AND TIME

☐ YOU ARE COMMANDED to permit inspection of the following premises at the date and time specified below.

PREMISES

DATE AND TIME

ISSUING OFFICER SIGNATURE AND TITLE

DATE

  
ISSUING OFFICER'S NAME, ADDRESS AND PHONE NUMBER

Lynette C. Kelly, Esq. (LK-7971), Shearman & Sterling LLP, Counsel for the Debtors, 599 Lexington  
Avenue, New York, NY 10022 (212) 848-4000

10/26/05

PROOF OF SERVICE

SERVED	DATE	PLACE
SERVED ON (PRINT NAME)		MANNER OF SERVICE
SERVED BY (PRINT NAME)		TITLE

DECLARATION OF SERVER

I declare under penalty of perjury under the laws of the United States of America that the foregoing information contained in the Proof of Service is true and correct.

Executed on

DATE

SIGNATURE OF SERVER

ADDRESS OF SERVER

Rule 45, Fed.RCiv.P., Parts (c) and (d) made applicable in cases under Bankruptcy code by Rule 9016, Fed. R. Bankr. P.

(C) PROTECTION OF PERSONS SUBJECT TO SUBPOENAS.

(1) A party or an attorney responsible for the issuance and service of a subpoena shall take reasonable steps to avoid imposing undue burden or expense on a person subject to that subpoena. The court on behalf of which the subpoena was issued shall enforce this duty and impose upon the party or attorney in breach of this duty an appropriate sanction, which may include, but is not limited to, lost earnings and a reasonable attorney's fees.

(2)(A) A person commanded to produce and permit inspection and copying of designated books, papers, documents or tangible things, or inspection of premises need not appear in person at the place of production or inspection unless commanded to appear for deposition, hearing or trial.

(B) Subject to paragraph (d)(2) OF THIS RULE, A PERSON COMMANDED TO PRODUCE AND PERMIT INSPECTION AND COPYING MAY, WITHIN 14 DAYS AFTER SERVICE OF THE SUBPOENA OR BEFORE THE TIME SPECIFIED FOR COMPLIANCE IF SUCH TIME IS LESS THAN 14 DAYS AFTER SERVICE, SERVE UPON THE PARTY OR ATTORNEY DESIGNATED IN THE SUBPOENA WRITTEN OBJECTION TO INSPECTION OR COPYING OF ANY OR ALL OF THE DESIGNATED MATERIALS OR OF THE PREMISES. If OBJECTION is made, the party serving the subpoena shall not be entitled to inspect and copy the materials or inspect the premises except pursuant to an order of the court by which the subpoena was issued. If objection has been made, the party serving the subpoena may, upon notice to the person commanded to produce, move at any time for an order to compel the production. Such an order to compel production shall protect any person who is not a party or an officer of a party from significant expense resulting from the inspection and copying commanded.

(3)(A) On timely motion, the court by which a subpoena was issued shall quash or modify the subpoena if it

(i) fails to allow reasonable time for compliance;

(ii) requires a person who is not a party or an officer of a party to travel to a place more than 100 miles from the place

where that person resides, is employed or regularly transacts Business in person, except that, subject to the provisions of clause (c)(3)(B)(iii) of this rule, such a person may in order to attend trial be commanded to travel from any such place within the state in which the trial is held, or

(iii) requires disclosure of privileged or other protected matter and no exception or waiver applies, or  
(iv) subjects a person to undue burden

(B) If a subpoena

(i) requires disclosure of a trade secret or other confidential research, development, or commercial information, or

(ii) requires disclosure of an unretained expert's opinion or information not describing specific events or occurrences in dispute and resulting from the expert's study made not at the request of any party, or

(iii) requires a person who is not a party or an officer of a party to incur substantial expense to travel more than 100 miles to attend trial, the court may, to protect a person subject to or affected by the subpoena, quash or modify the subpoena or, if the party in whose behalf the subpoena is issued shows a substantial need for the testimony or material that cannot be otherwise met without undue hardship and assures that the person to whom the subpoena is addressed will be reasonably compensated, the court may order appearance or production only upon specified conditions.

(d) DUTIES IN RESPONDING TO SUBPOENA.

(1) A person responding to a subpoena to produce documents shall produce them as they are kept in the usual course of business or shall organize and label them to correspond with the categories in the demand.

(2) When information subject to a subpoena is withheld on a claim that it is privileged or subject to protection as trial preparation materials, the claim shall be made expressly and shall be supported by a description of the nature of the documents, communications, or things not produced that is sufficient to enable the demanding party to contest the claim.

UNITED STATES BANKRUPTCY COURT  
SOUTHERN DISTRICT OF NEW YORK

----- x  
In re

DELPHI CORPORATION, *et al.*,

Debtors.

Chapter 11  
Case No. 05-44481 (RDD)  
Jointly Administered  
----- x

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**SUBPOENA**

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